

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

HIGHLAND CAPITAL MANAGEMENT, LP,

Plaintiff,

v.

CITIGROUP GLOBAL MARKETS,
INC., BABSON CAPITAL MANAGEMENT LLC,
and THE BANK OF NEW YORK MELLON
TRUST, N.A.,

Defendants.

Civil Action No. 3:12-CV-01100

**DEFENDANT BABSON CAPITAL MANAGEMENT LLC'S
AMENDED OPPOSITION TO
PLAINTIFF'S SUPPLEMENTAL MOTION TO REMAND**

Defendant Babson Capital Management LLC ("Babson") respectfully submits this amended opposition to the supplemental motion by Plaintiff Highland Capital Management, LP to remand this action to the District Court of Dallas County, Texas, and joins in the opposition of Defendant Citigroup Global Markets, Inc. ("Citigroup"), filed on June 26, 2012.

Babson hereby confirms that Babson was served with Plaintiff Highland Capital Management, L.P.'s Original Petition on April 6, 2012, and the Amended Original Petition on April 10, 2012. Accordingly, Babson was served with the original complaint prior to Citigroup's motion for removal on April 9, 2012. On April 6, 2012, however, Babson authorized Citigroup to formally represent to the Court that Babson consented to the removal of this action pursuant to Citigroup's notice of removal, and Babson further demonstrated its consent to the removal, both the original removal and as amended on April 30, 2012, by filing a notice of appearance in this Court and a joinder in opposition to Plaintiff's Motion to Remand [Dkt #4, 20].

Moreover, as Plaintiff concedes in the opening footnote of its reply brief in support of its motion to remand, both the Original Petition and the Amended Original Petition are now moot

because “Highland no longer needs injunctive relief and expects to amend its petition to pursue only damage claims.”

For these reasons, Babson respectfully submits that Plaintiff’s supplemental motion to remand this action should be denied.

Dated: June 27, 2012

Respectfully submitted,

SIDLEY AUSTIN LLP

By: /s/ Tracy N. LeRoy

Tracy N. LeRoy, State Bar No. 24062847

Email: tleroy@sidley.com

Mark K. Glasser, State Bar No. 08014599

Email: mglasser@sidley.com

600 Travis Street, 31st Floor

Houston, Texas 77002

Tel: (713) 315-9000

Fax: (713) 315-9199

*Attorneys for Defendant Babson Capital
Management LLC*

CERTIFICATE OF SERVICE

I hereby certify that on June 27, 2012, all counsel of record who have consented to electronic service are being served with a copy of this document via the Court's CM/ECF system pursuant to Local Rule CV-5.1(d), and other parties will be served in compliance with the Federal Rules of Civil Procedure.

/s/ Tracy N. LeRoy
Tracy N. LeRoy